WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Richard P. Krasnow

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)

Debtors. : (Jointly Administered)

:

DECLARATION OF ADRIAN TENG IN SUPPORT OF DEBTORS'
MOTION PURSUANT TO SECTIONS 105(a) AND 362 OF THE BANKRUPTCY
CODE FOR AN ORDER ENFORCING THE AUTOMATIC STAY AGAINST
AND COMPELLING PAYMENT OF POST-PETITION FUNDS BY SWEDBANK AB

Under penalty of perjury, Adrian Teng hereby declares pursuant to section 1746 of title 28 of the United States Code:

- 1. I am over 18 years of age and I can testify to the following facts based on my personal knowledge, my review of the above-captioned Debtors' business records, and/or my consultation with employees of Alvarez & Marsal Financial Industry Advisory Services LLP ("A&M").
- 2. I am a Director with A&M. A&M, along with Alvarez & Marsal North

 America, LLC, have been providing restructuring and general operational and managerial
 services to LBHI and its affiliates (together, the "Debtors" and, collectively with their non-debtor

affiliates, "Lehman") in connection with the pending chapter 11 cases. I was assigned to the Lehman matter on December 1, 2008. My primary responsibilities include managing and overseeing the maintenance of the Debtors' bank accounts outside of the United States, treasury and liquidity management, and funding and hedging across Lehman entities.

- 3. In that role, I have become familiar with the status of LBHI's various bank accounts throughout Europe, including LBHI's account with Swedbank AB (publ.)

 ("Swedbank"), located in Stockholm, Sweden. LBHI established and maintained a general deposit account with Swedbank prior to the commencement of the Debtors' chapter 11 cases.

 The account is identified as No. 17608 and is denominated in Swedish Krona (the "Swedbank Account"). Attached hereto as Exhibit A is a true and correct copy of an account statement for the Swedbank Account.
- 4. Attached hereto as Exhibit B is a true and correct copy of a transaction log that was created by A&M to reflect the various deposits and withdrawals that were made to the Swedbank Account between September 12, 2008 through January 2, 2009, and the dates when those same deposits and withdrawals were booked to the Swedbank Account. A&M created the transaction log by compiling information that it obtained from Swedbank. The information was obtained via email requests to Angelina Geric, account manager at Swedbank. I understand the source of the information provided to be time stamps on messages sent via Lehman's swift messaging platform known as MINT.
- 5. The closing balance of the Swedbank Account on Friday, September 12, 2008 was 2,640,124.06 Swedish Krona ("SEK"). As reflected in the transaction log, several deposits and debits were booked to the Swedbank Account on September 15, 2008, resulting in a net cash movement of SEK 499,266.66 and a closing balance of SEK 2,140,897.40.

- 6. Shortly after the commencement of the Debtors' chapter 11 cases, Swedbank placed an administrative freeze on the Swedbank Account, preventing LBHI from withdrawing any amounts from the account, but still allowing additional monies to be deposited and/or wired into the account. I only learned about this administrative freeze after receiving the letter from Swedbank dated January 30, 2009, described in paragraph 8 below.
- 7. On or about December 4, 2008, Ann Cairns, Senior Vice President at LBHI and a Managing Director at A&M, sent a letter to Lena Hallén of Swedbank, requesting, in part, that Swedbank confirm that it would not offset any alleged indebtedness by LBHI to Swedbank against the funds in the Swedbank Account (the "December 4 Letter"). A true and correct copy of the December 4 Letter is attached hereto as Exhibit C.
- 8. On or about January 30, 2009, Jan Blom and Joakim Ahlgren of Swedbank sent Ms. Cairns a letter, responding to the December 4 Letter (the "January 30 Letter"). In that letter, Swedbank informed LBHI that it had placed an administrative freeze on the Swedbank Account because "the Bank is owed additional amounts for which it may request the court to lift the automatic stay to permit set offs against transactions which are not protected by the safe harbor provisions of the US Bankruptcy Code." A true and correct copy of the January 30 Letter is attached hereto as Exhibit D.
- 9. The closing balance of the Swedbank Account on November 12, 2009 was SEK 84,906,363.85.

08-13555-mg Doc 8567-3 Filed 04/22/10 Entered 04/22/10 13:26:16 Exhibit C Pg 4 of 33

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 22nd day of January, 2010

/s/ Adrian Teng
Adrian Teng

EXHIBIT A

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EXHIBIT B

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EXHIBIT C

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Lehman Brothers Holdings Inc.

Lehman Brothers Holdings Inc. 25 Bank Street London E14 5LE

4 December 2008

Ms. Lena Hallén Swedbank 8 Brunkebergstorg Stockholm Sweden

Dear Madam,

Lehman Brothers Holdings Inc. ("LBHI")

Reconciliation of internal LBHI records to the bank records of Swedbank (the "Agent")

1. AUTHORISED PERSONS

- 1.1 We refer to the resolution of the Executive Committee of Lehman Brothers Holdings Inc. dated 11 November 2008 (the "Resolution"), in which Ann Cairns is appointed an officer, with the title of Vice President, of LBHI, and the Certificate of Incumbency and Signature dated 3 December 2008 confirming Ann Cairns signature and that she is authorised to act on behalf of LBHI.
- 1.2 Under the authority granted by the Resolution Ann Cairns (the "Authorised Officer") is authorised to operate the accounts on behalf of LBHI.
- 1.3 Under the authority granted by the Resolution the Authorised Officer, in her capacity as Vice President of LBHI, confirms that the Agent can communicate with and can provide any information requested by the following persons (the "Additional Authorised Persons") in respect of cash and/or stock levels held with the Agent:

Paul Sanchez	Neil Christie	
Fauzan Muhammed	Catherine Radley	
Graham Kettle	Sean Walsh	
Graig Kellard	Gemma Kent	
Rozalia Kovacs	Steve Durrant	

Lehman Brothers Holdings Inc.

Lehman Brothers Holdings Inc. 25 Bank Street London E14 5LE

1.4 We request that you kindly:

- Return to presenters all the cheques presented to you on or after 15 September 2008 (the "Date of Filing").
- 2. Cancel all direct debit authorities and standing orders and provide a list of those in place at the Date of Filing.
- Provide a list of all other accounts in the above name which are not on the attached list and provide bank statements for each up to the Date of Filing and for all subsequent periods.
- 4. Provide details of any contingent or other liabilities which you may be aware of.
- Inform us as to whether LBHI has a safety deposit box with you and provide a list of all documents held by you other than as security.
- Confirm the nature of any security you hold from the above or any guarantors or provide details including any priority agreement with any security holder.
- 7. Provide us with details of any charge, lien or restraint of which you have notice or any agreement with a third party giving them security of which you are aware.
- 8. Ensure that all future receipts for any of the accounts on the attached list are credited to the bank account in the normal manner, pending the Adviser's instructions.
- Confirm that all monies held to the credit of the account from the Date of Filing will not be offset by the bank against any existing indebtedness of Lehman Brothers Holdings Inc. to the bank.
- 10. Confirm that disbursements may be made out of the accounts maintained in the above name on the back of instructions sent by the Authorised Officer.

Lehman Brothers Holdings Inc.

Lehman Brothers Holdings Inc. 25 Bank Street London E14 5LE

2. LIABILITY

2.1 The Authorised Officer, acting as an officer of Lehman Brothers Holdings Inc., has entered into and signed this letter on behalf of LBHI and neither her, her firm, nor her representatives shall incur any personal liability whatever under or in relation to this letter. The exclusion of liability set out in this paragraph shall arise and continue before or after the signing of this Agreement and shall operate as a waiver of any claims in tort as well as under the laws of contract. The Authorised Officer, her firm and her representatives shall be entitled to rely on, enforce and enjoy the benefit of this paragraph as if they were party to this letter.

3. COUNTERPARTS

This letter may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this letter.

4. GOVERNING LAW

arn

This letter shall be governed by and construed in accordance with the laws of the State of New York.

Yours faithfully,

Ann Cairns Vice President

List of Accounts with Swedbank

Legal Entity	Region	Country	Bank	CC	Acct. Num. Total	Total
Lehman Brothers Holdings Inc. (UK Branch)	Europe	Sweden	Swedbank	SEK	17608	-
Grand Total						-

EXHIBIT D



Lehman Brothers Holding Inc Ms. Ann Cairns, Vice President 25 Bank Street London E14 5LE England 30 January 2009

Lehman Brothers Holding Inc ("LBHI")

Dear Ms. Cairns,

This letter is in response to your inquiry dated December 4, 2008 addressed to Ms. Lena Hallén. The Bank accepts without challenge your representation that the five identified individuals have the requisite authority to speak for LBHI, UK Branch as to its affairs with the Bank.

Please find attached account balances 2008-09-12, 2008-09-15 and 2009-01-29 and debits and credits on the account until 2009-01-29, Appendix 1.

You have inter alia asked us to confirm that all monies held to the credit of the account from the date of filing will not be set off. As per notice 2008-11-27 we set off our claim on LBHI under the ISDA Master Agreement, Appendix 2. Furthermore, we have placed an administrative freeze on the remaining balance of the account, because the Bank is owed additional amounts for which it may request the court to lift the automatic stay to permit set offs against transactions which are not protected by the safe harbor provisions of the US Bankruptcy Code. We also reserve and retain the right to set off against the account any claims in relation to qualified financial transactions under the safe harbor provisions or otherwise. You have further requested that we identify all liabilities due to the Bank from LBHI. As the US Bankruptcy court has not yet established a deadline for the assertion and filing of claims, we decline to assert all obligations due the Bank. However, we can advise you that the Bank was due some 97.5 MSEK under various Master ISDA agreements, each of which was the subject of an LBHI guarantee. In addition, the Bank is the holder of senior notes in the face amount of 18 098 000 USD. It was on account of these obligations due the Bank, that an administrative freeze was placed on the account balance to preserve the banks right to seek set off. Without waiving our rights in any respect as to the status of the terminated 2002 Master Repurchase Agreement, we note for you that LBHI had also provided a guarantee of that transaction in the amount of app 1.35 billion USD.

For your general information, the Bank does not have any safe deposit or custodial accounts for LBHI. The bank is also not aware of any third party liens or charges on the LBHI account with the Bank. There are no direct debits in place and LBHI does not hold any further accounts with the Bank.

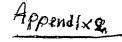
Swedbank

International Banking/Swedbank Markets

Jan Blom

Head of Relationship Management, OECD

Jo⁄akim Ahlgren Legal Matters





Stockholm, 27 November 2008

Lehman Brothers Holding Inc, UK Branch Att: Documentation Manager 25 Bank Street London E14 5LE England

Copy via courier to:

Lehman Brothers Holding Inc Att: Documentation Manager 745 Seventh Avenue

New York, New York 10019

Dear Sirs,

ISDA Master Agreement between Lehman Brothers Holding Inc, London Branch and Swedbank AB dated as of 29th November 2004 (the "Master Agreement")

We refer to our notice to you dated 15 September, 2008 (a copy of which is attached hereto as Exhibit 1) pursuant to which we designated 15 September, 2008 the Early Termination Date under the Master Agreement.

Please note that terms used but not defined in this letter have the meaning given to them in the Master Agreement.

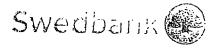
We write to inform you that we have calculated the amount due pursuant to Section 6(e) of the Master Agreement.

This letter constitutes a statement given pursuant to Section 6(d)(i) of the Master Agreement showing, in reasonable detail, such calculations.

Please note that for the purpose of Section 6(e) of the Master Agreement Loss and Second Method will apply.

We calculate the amount payable under Section 6(e) to be SEK 356,712. Exhibit 2 hereto shows, in reasonable detail, all such calculations.

Moreover, pursuant to Section 11 of the Master Agreement, we hereby demand indemnification for all reasonable out-of-pocket expenses, which we have had to date by reason of the enforcement and protection of our rights under the Master Agreement and by reason of the early termination of the Transactions, just as we demand indemnification for any such future expenses. These reasonable expenses incurred by us to date amount to SEK 14, 300 of which external legal fees SEK 13, 500 and courier fees SEK 800.



Accordingly, you shall pay to us SEK 371,012 of which we hereby demand immediate payment plus interest thereon at the Default Rate of STIBOR for a period of one week plus 100 bp from and including the Early Termination Date and until, but excluding, the day payment is made calculated on the basis of daily compounding and the number of days elapsed.

We expressly reserve all rights and remedies available to us under the Master Agreement and applicable law generally.

We will take payment of the aforesaid claim by our set-off against part of your balance with us on your account with us No.17608 amounting to approximately SEK 83.9M. We will make our set-off effective on 1 December 2008.

We reserve all rights to further set-off amounts due to us against obligations owed by us to yourselves. While reserving all rights to amend this notice and to assert claims against you or to seek appropriate relief frpm the US Bankruptcy Code, we currently estimate our total claim on you to approximate SEK 250M, due to our possession of (i) four parent guarantees securing various Lehman subsidiaries obligations pursuant to four different ISDA Master Agreements (approximately SEK 97M in total and (ii) certain floating rate notes issued by yourselves of notional USD 10,338,000 and 7,760,000 respectively plus accrued interest. Moreover, please also note that we possess a guarantee issued by yourselves securing a pre chapter 11 exposure of approximately MUSD 1,350 related to Lehman Brothers Commercial Paper Inc under a Tri-Party Custody Agreement.

Yours faithfully,

Swedbank AB (publ)

Marianne Jonassor

Man I

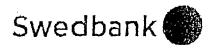
Clas Burénius

Exhibit 1

Copy of Notice

Exhibit 2

Calculations of the amount determined pursuant to Section 6(e) and 6(d)(ii)



Stockholm, 17th September, 2008

Lehman Brothers Holding Inc. Att: Documentation Managar 25 Bank Street London E14 5LE England

Dear Sir or Madam,

ISDA Master Agreement between Lehman Brothers Holding Inc and Swedbank AB (publ) dated as of 29th November, 2004 (the "Master Agreement")

We refer to the above-referenced Master Agreement, Please note that capitalised terms used but not defined in this letter have the meening given to them in the Master Agreement.

An Event of Default has occurred and is continuing in respect of Lehman Brothers Holding inc under Section 5(a)(vii) of the Master Agreement by reason of Lehman Brothers Holding Inc's Chapter 11 Bankruptcy petition 15th September, 2008.

We refer to our letter of 15th September, 2008 in which we designated this mentioned date, as being the Early Termination Date in respect of the Master Agreement. It has come to our attention that said notice was not effectively delivered as of 15th September, 2008. Accordingly, please disregard the said notice. This letter constitutes a notice designating 18th September, 2008 as the Early Termination Date according to Section 6(a) of the Master Agreement. This Early Termination Date is applicable to the Master Agreement and all Transactions thereunder.

Any payment or delivery obligations under the Master Agreement falling due between the date of this notice and the Early Termination Date shall with reference to Section 6(c)(ii) of the Master Agreement not be made.

We will in accordance with the Master Agreement determine any amounts owing by either Lehman Brothers Holding inc as the Defaulting Party or us as the Non-defaulting Party under Sections 8(a) and (d) of the Master Agreement in respect of the Early Termination Date or by Lehman Brothers Holding Inc as the Defaulting Party under Section 11 of the Master Agreement. We will notify you of such determination in accordance with Section 8(d)(i).

We expressly reserve all rights and remedies available to Swedbank AB (publ) under the Master Agraement and applicable law generally.

Yours falthfully

Swedbank AB (publ)

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LEHMAN BROTHERS HOLDING INC, UK BRANCH

Reference No: 03467803

Our purchase on 12 September for value 15 September 2008; SEK 173, 000, 000 against USD 25,594,101.23 (SEK/USD 6.75937)

Result of corresponding replacement transaction on 15 September 2008 due to failure by LBHI to deliver: SEK 171,777,369.82 against USD 25,594,101.23 (SEK/USD 6.71160)

Our loss (+): SEK 173,000,000 - SEK 171,777,369.82 = SEK 1,222,630.18

Reference No: 03467699

Our sale on 12 September for value 15 September 2008: SEK 253,000,000 against USD 37,566,911.42 (SEK/USD 6.73465)

Result of corresponding replacement transaction on 15 September 2008 due to failure by LBHI to deliver: SEK 252,134,082.69 against USD 37,566,911.42 (SEK/USD 6.71160)

Our gain (-): SEK 253,000,000 - SEK 252,134,082.69 = SEK 865,917.31

Swedbank's total Loss

Total Loss: SEK 1,222,630.18 - SEK 865,917.31 = SEK 356,712.87

Currency Exchange Rate

Currency Exchange Rate SEK/USD 6.71160 similar to the currency exchange rate as determined by Swedbank at approximately 4.15 p.m Stockholm time.

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16 Transaktio	n 03467803 Doc Eef	FXS642356_ Ty	p SPOT_ N	
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Sender : SLHIGB2HAXXX ISN: 874285 Date/Time: 080912/10:17 Claim : 0081451
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           *CH
           * LONDON
               MUR: SLIIGB2L/21423 FINCopy:
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20 *SENDER'S REFERENCE
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21 *RELATED REFERENCE
22A *TYPE OF OPERATION
    NEWT
22C *COMMON REFERENCE
   SLH12H5937SWEDSS
82A *PARTY A
    SLHIGB2H
    *LEHMAN BROTHERS HOLDING INC UK BRAN
    * CH
    + LONDON
87A *PARTY B
    SWEDSESS
    *SWEDBANK AB (PUBL)
    *STOCKHOLM
158 *NEW SEQUENCE
30T *TRADE DATE
    20080912
30V *VALUE DATE
    20080915
36 *EXCHANGE RATE
    6,75937
32B *CURRENCY AMOUNT
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   USD
57A *RECEIVING AGENT
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    *BANK OF AMERICA, N.A.
    *NEW YORK
338 *CURRENCY AMOUNT
               173.000.000,00
   SEK
57A *RECEIVING AGENT
    SWEDSESS
    AGHERATOR DE (PIPEL)
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29/09/08 18:39:10 Dept.: 3164

Print Copy

MT300

FOREIGN EXCHANGE CONFIRMATION

Page 2

TRAILER

CHZ:8738C5DF0E17

CAC: VALIDATION SUCCESS

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Transaktion	03467699 Doc Rel	f FXS642336_ Ty	p SPOT N		
Kund	LEHBROLON	La	nd GB		
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Page 1

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          *LEHMAN BROTHERS HOLDING INC UK BRAN
          *CH
          LONDON
BankPrio:
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22A *TYPE OF OPERATION
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22C *COMMON REFERENCE
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    *LEHMAN BROTHERS HOLDING INC UK BRAN
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87A *PARTY B
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30T *TRADE DATE
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36 *EXCHANGE RATE
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32B *CURRENCY AMOUNT
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57A *RECEIVING AGENT
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33B *CURRENCY AMOUNT
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57A *RECEIVING AGENT
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   *WACHOVIA BANK, NA
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*NEW YORK

29/09/08 16:39:34 Dept.: 3164

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MT100 FOREIGN EXCHANGE CONFIRMATION

Page 2

TRAILER

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                          KASSA 322 AFFÅRS-10 FX03467890
SYS KONTONUMMER
                    RST BOXF-REF
                                           SEK BELOPP D/X YAL
                                                              UTLÁNOSKT BELOPP VALDAG ATLAS-KONTO
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Notes
Swedbank is retaining the right to set off any account balances
on account 17608.

Account statements Closing Book Adjusted Book 2008-09-12 2.640.124,06 2.640.124,06 2008-09-15 2.140.897,40 2.789,448,97 2009-01-29 84.622.722,25 84.622.722,25

Booked Value date		2008-08-13 2008-08-13 2008-08-15 2008-08-15						2008-09-15 2008-09-15	2000-03-15									2008-09-15 2008-09-15	2008-09-15 2008-09-15	2008-09-15 2008-09-15									_							
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4 Credit/Drawn Amount		3 CR	CR	CR	CR	7 DR	8 DR	9 DR	10 DR	11 DR	12 DR	13 DR	14 DR	15 UR	16 DR	200	X0 /:	H H	DR.	DR	DR	22 CR	23 CR	24 CR	25 CR	26 CR	27 CR	28 CR	29 CR	30 CR	31 CR	32 CR	33 CR	34 CR	35 CR	36 CR



|--|

same day, see transaction 19.	4 Payment from Citigroup through SHB on 15 September. Returned to SHB same day, see transaction 19.	
		Notes
ZO-1 O-800Z	146.143,17 Swedbank	45 CR
10-21-0002	230.408,22 Swedbank	44 CR
10-21-2002	371.012 Swedbank	43 CR
71-11-007	263.318,61 Swedbank	42 CR
71-11-1000	179.535,42 Swedbank	41 CR
/1-11-000Z	135.697,54 Swedbank	40 CR
/1-11-0007	70.000,00 Swedbank	39 CR
C1-11-0007	47,485,68 Intesa Sao Paul/Eurizon capital	38 CR
2000-1-1-0000	2.574.896,00 Danske Bank/Bluestep Finance	37 CR
40-11-100c		

2008-11-05 2008-11-13 2008-09-15 2008-09-15 2008-09-15 2008-09-15 2008-01-12 2008-12-01 2009-01-01

2008-11-05 2008-11-13 2008-11-17 2008-12-01

5 See note 20.

12 September whereby LBHI purchased SEK 253 000 000 from Swedbank against USD 37 566 911.24 for value 15 September. 6 Credited to the account (automatically) by Swedbank on 15 September and pertaining to fx transaction with trade date

The amount was returned (by virtue of set-off) to Swedbank on 15 September, see transaction 21

14/15 and 17/18 Payment credited to the account 15 September but frozen and not sent to receiver. Re-deposited 17 November.

19 See note 4.

20 Debited from the account (automatically) by Swedbank on 15 September pertaining to the fx transaction with trade date

12 September whereby LBHI sold SEK 173,000,000 to Swedbank against USD 25,594,101.23 for value 15 September.

The amount was returned to LBHI on 15 September, see transaction 20.

21 See note 6.

31 Interest September

32 Interest October

39 to 42 See 14/15 and 17/18.

43 Set off ISDA claim as per notice 27 November 208

44 Interest November

45 Interest December